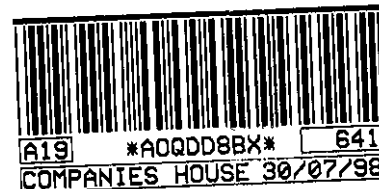


COMPANY NO : 1612058
COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY SHARES



ARTICLES OF ASSOCIATION
of
CONNECTION FREIGHT LIMITED (the "Company")
(adopted by written resolution passed on 24th July 1998)

PRELIMINARY

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company.

SHARE CAPITAL

- 2 The share capital of the Company at the date of the adoption of these articles is £200 divided into 100 ordinary shares of £1 each and 100 'A' ordinary shares of £1 each.
- 3 Subject to section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such time, and on such terms as they think proper and section 89(1) of the Companies Act 1985 shall not apply.

TRANSFER OF SHARES

- 4 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 shall not apply to the Company.

RESOLUTIONS IN WRITING

- 5 In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly.

- 6 In regulations 53 and 93 "writing" shall be deemed to include telex, telegram, cable, facsimile and other methods of reproducing or communicating writing in visible form.
- 7 In regulation 53 "resolution" shall be deemed to include ordinary, special and extraordinary resolutions and regulation 53 shall be interpreted accordingly.

PROXIES

- 8 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

NUMBER OF DIRECTORS

- 9 The directors shall not be less than one in number. Regulation 64 shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

- 10 In addition to the powers to delegate contained in regulation 72, the directors may delegate any of their powers to any committee consisting of one or more directors and one or more co-opted persons. The directors may authorise the co-option to such a committee of persons other than directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are directors. Regulation 72 shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 11 The directors shall not be subject to retirement by rotation and references thereto in regulations 73 to 80 shall be disregarded.
- 12 The office of a director shall be vacated in any of the events specified in regulation 81 and also if he shall resign in writing.

REMUNERATION OF DIRECTORS

- 13 Any director who serves on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine. Regulation 82 shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

- 14 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in anyway concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 15 Regulations 94 to 97 (inclusive) shall not apply to the Company.
- 16 Meetings of the directors may be held by telephone and for the purposes of determining whether the quorum for the transaction of the business of the directors exists any director or directors in communication either with a meeting, with any other director or directors shall be counted in the quorum. Regulation 89 shall be modified accordingly.

INDEMNITY

- 17 Every director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or section 727 of the Act in which

relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this article shall only have effect in so far as its provisions are not avoided by section 310 of the Act.

18 Regulation 118 shall not apply to the Company.

OVERRIDING PROVISIONS

19 Whenever Acumen Distribution Services Limited (the "**Parent Company**"), or any holding company or subsidiary company of the Parent Company, shall be the holder of not less than 90 per cent of the issued ordinary shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these articles:

- a) the Parent Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that in the case of a managing director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract or service between him and the Company;
- b) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;
- c) any or all powers of the directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving

of such security or the effecting of such transaction was in excess of the powers of the director(s).